



GOVERNANCE AND RISK COMMITTEE TERMS OF REFERENCE

(Last updated June 2024)

1. PURPOSE AND AUTHORITY

- 1.1. The Bowls England Governance and Risk Committee is a Committee of Bowls England and has been established to support the Board in its responsibilities for issues of governance, compliance, and risk.
- 1.2. The Committee's role is to ensure the Bowls England executive team are effectively managing governance activity of the organisation to ensure its policies and procedures are fit for purpose and not placing unreasonable risk on the company. It is tasked to strategically review Bowls England's governance so it meets all the appropriate expectations of its stakeholders.
- 1.3. The Committee will operate within the powers delegated by the Board in line with the responsibilities contained within Section 3 of these Terms of Reference.

2. RESPONSIBILITIES

The Governance & Risk Committee shall have delegated powers from the Board to carry out the following responsibilities:

- 2.1. Review and recommend changes to the Articles of Association and Rules and Regulations;
- 2.2. Monitor and review Bowls England's compliance with the Sport England Code for Sports Governance and report progress and any outstanding actions to the Board;
- 2.3. Monitor and obtain assurance that all non-financial policies and procedures specified in the Articles or otherwise are appropriate for the good management of Bowls England and its activities.
- 2.4. Monitor and obtain assurance that the implementation of these policies and procedures are appropriate and effective;
- 2.5. Review the Bowls England Risk Policy and Register on an annual basis;
- 2.6. Receive reports, consider and advise the Board on all matters involving a material breach of the policies and any consequent disciplinary processes or proceedings;
- 2.7. Receive and review a regular report on the current Safeguarding cases being managed by Bowls England and ensure these are being managed effectively.
- 2.8. Receive and review an update on the current legal, complaint, disciplinary, appeal and Data Protection issues affecting Bowls England

3. MEMBERSHIP

- 3.1. The Committee shall consist of a minimum of four (4) members. One member is appointed by the Board from within the membership of Bowls England. Three members are Directors appointed to the committee by the Board, at least one of whom shall be an Independent Director. (See Note 4)

- 3.2. The Committee will be chaired by a Director chosen by the Board. In the absence of the committee Chair, the Committee shall elect a Chair from within its members to deputise.
- 3.3. The Committee may co-opt additional members for a period not exceeding one year to provide specialist skills, knowledge and experience and may procure specialist ad-hoc advice at the expense of the organisation, subject to budgets being agreed in advance by the Board.
- 3.4. The maximum term of office for this committee will be in accordance with the maximum term of office for Directors. The Board will regularly review the membership in accordance with its review policy and may re-appoint or remove members in this review.
- 3.5. The committee meetings will normally be attended by the Chief Executive and/or the Head of Business Operations and will provide the secretariate.
- 3.6. The committee members must declare any conflicts of interest to the Chair of the committee who will act in accordance with Bowls England policy.
- 3.7. Committee members must act professionally in accordance with Bowls England's code of conduct.
- 3.8. The Committee may ask any other member of staff to attend a meeting to assist in its work.

4. MEETINGS

- 4.1. The Committee will meet at least four times a year. The Chair of the Committee or the Chief Executive may convene additional meetings as they deem necessary.
- 4.2. The meetings may be held in person or by teleconference or video conference and individual members may join a physical meeting remotely via teleconference or video conference and be regarded as present at the meeting.
- 4.3. The Chair of the Audit Committee will be required to convene a special meeting of the Audit Committee if they are in receipt of a written requisition to do so signed by two Board Members, the External Auditor or the Chief Executive.
- 4.4. Papers to meetings shall usually be circulated at least one week before the date of the meeting.
- 4.5. A minimum of three members of the committee must be present for the meeting to be deemed quorate.

5. RESOLUTIONS AND VOTING

- 5.1. Decisions of the Committee shall be taken by resolution and recorded in the minutes. Where a consensus cannot be agreed, the Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote. In the event of a tied vote, the Chair shall have the casting vote.

6. REPORTING

- 6.1. The Committee shall report its decisions to the Board by the submission of either the minutes of the committee meeting and/or where necessary a report by the Chair of the committee. The Committee will provide the Board with an annual report timed to support the finalization of any governance report required to be submitted for the Bowls England Annual Report and at the Annual General Meeting.
- 6.2. Draft minutes of the meeting will usually be circulated to the Committee members within 14 days of the meeting. Once approved, minutes are sent to the Board. Where necessary, the Chair of the Committee will provide a report to the Board with any recommendations, substantive matters of importance, or material issues or concerns.
- 6.3. Minutes and reports from this committee are restricted to the Board.

7. REVIEW

- 7.1. These Terms of Reference, remit and effective working of the Nominations Committee will be reviewed annually.